

School of Accounting and Commercial Law

**MMPA 505 CORPORATIONS AND BUSINESS
ASSOCIATIONS LAW**

Trimester 2 2012

COURSE OUTLINE

Names and Contact Details	Office	Telephone
<i>Course Coordinator & Lecturer</i> Trish Keeper Trish.Keeper@vuw.ac.nz Office Hours: TBA	RH 617	463 5203
<i>Course Administrator</i> Pinky Shah Pinky.Shah@vuw.ac.nz Office hours: Monday-Friday, 8.30am-5pm	RH 728	463 6921

Trimester Dates

Teaching Period: Monday 16 July – Friday 19 October
Study Period: Monday 22 October – Thursday 25 October
(Monday 22 October is a public holiday, Labour Day)
Examination Period: Friday 26 October – Saturday 17 November (inclusive)

Withdrawal from Course

1. Your fees will be refunded if you withdraw from this course on or before Friday 27 July 2012.
2. The standard last date for withdrawal from this course is Friday 28 September. After this date, students forced to withdraw by circumstances beyond their control must apply for permission on an 'Application for Associate Dean's Permission to Withdraw Late' including supporting documentation.

The application form is available from either of the Faculty's Student Customer Service Desks.

Class Times and Room Numbers

Tuesdays: 1.40-4.30pm

Venue: RHLT3 (Rutherford House Lecture Theatre 3), Pipitea Campus

Course Content

The topics are listed below in the approximate order in which they are covered.

Topic One: Introduction to Business Entities.

- 1.1 Introduction, nature of corporate entity compared to other commercial entities, including partnerships
- 1.2 Companies and Company Law

Topic Two: A company as a corporate entity

Topic Three: The Laws of Corporate Governance

- 3.1 Internal governance
- 3.2 Director, definition appointment and removal & general duties of directors
- 3.3 Specific consideration of duties in respect of accounts and financial statements including Financial Reporting Act Auditors rights and duties
- 3.4 Remedies

Topic Four: Corporate Liability

- 4.1 Corporate Capacity, authority to act for a company
- 4.2 Company's liability for civil and criminal wrongs

Topic Five: Corporate Finance

Topic Six: Corporate Insolvency

- 6.1 Analysis of options on corporate insolvency, including receivership, VA and liquidation
- 6.2 Corporate insolvency, focusing on the liquidation process, power and role of liquidator, distribution and ranking

Attendance at Lectures

A significant part of this course is lecture based. Therefore, you are strongly recommended to attend *all* lectures. Much information, which is examinable, is conveyed by the *spoken word only* and is not posted on *Blackboard* or otherwise distributed!

Course Learning Objectives

Students who are successful in the course will be able to:

- (a) Understand the development and functions of the New Zealand company and partnership law and associated areas of law;
- (b) Evaluate the legal principles and policies that underlie the law of organisations;
- (c) Identify and evaluate legal problems and issues that arise in selected areas within the law of organisations;
- (d) Analyse the law from a perspective of identifying defects and proposing reforms.

Course Delivery

Lectures will comprise the delivery of the course material.

Expected Workload

Students will be expected to spend 13 hours each week on this course. There will be three hours of lectures and/or tutorials each week.

Readings

Required Material

Students will be provided with copies of the MMPA 505 Students Notes and the relevant legislation for the course.

Additional Texts and Materials

Watts, Campbell and Hare, *Company Law in New Zealand*, (LexisNexis, 2011, Wellington).

McDermott, *Understanding Company Law* (2nd ed, LexisNexis 2011, Wellington)

Schenon S *Duties and Responsibilities of Directors and Company Secretaries in New Zealand* (4th ed, CCH, 2011, Auckland).

Watson, Gunasekara, Gedye, Van Roy, Ross, Longdin, Sims and Brown, *The Law of Business Organisations*, (5th ed, Palatine Press, Auckland, 2009).

John Farrar (ed) *Company and Securities Law in New Zealand* (Thomson Brookers, Wellington, 2008).

G Walker, et al, *Commercial Applications of Company Law in New Zealand*, (3rd ed, CCH, Auckland 2009). 3 copies of this text have been placed on Closed Reserve in the Commerce Library. Note the 4th edition (2012) has been ordered.

Additional resources will be listed on Blackboard

Assessment Requirements

Assessment	Weighting	Date
Test (60 minutes; closed book)	20%	14 August 2012
Essay	25%	27 September 2012, 2 pm
Exam (3 hours; closed book)	55%	Date and time to be advised

Test

The test will take place at the start of class in Week 5. You are permitted to take 1 page of notes (A4 sized, written on one side only, handwritten or typed) with you into the test. Legislation is to be provided.

Essay

Additional instructions will be provided separately for this assessment, including the marking schedule. You should carefully read and follow these instructions.

Exam

You are permitted to take 1 page of notes (A4 sized, written on one side only, handwritten or typed) with you into the test. Legislation is to be provided.

Quality Assurance Note

Your assessed work may also be used for quality assurance purposes, such as to assess the level of achievement of learning objectives as required for accreditation and audit purposes. The findings may be used to inform changes aimed at improving the quality of FCom programmes. All material used for such processes will be treated as confidential, and the outcome will not affect your grade for the course.

Examinations

Students who enrol in courses with examinations are obliged to attend an examination at the University at any time during the formal examination period.

The final examination for this course will be scheduled at some time during the period from Friday 26 October – Saturday 17 November (inclusive).

Penalties

Any assignment handed in after the deadline for that assessment will be subject to an automatic 3 percent minimum penalty (and an additional 3 percent per day including Saturday and Sunday) unless prior permission has been granted or unless proof of exceptional circumstances can be produced.

Mandatory Course Requirements

All items of assessment must be completed to a satisfactory standard.

Class Representative

A class representative will be elected in the first class, and that person's name and contact details made available to VUWSA, the Course Coordinator and the class. The class representative provides a communication channel to liaise with the Course Coordinator on behalf of students.

Communication of Additional Information

Additional information concerning this course will be provided in lectures and posted on Blackboard: <http://blackboard.vuw.ac.nz>. Urgent notices will be circulated by email.

Use of Turnitin

Student work provided for assessment in this course may be checked for academic integrity by the electronic search engine <http://www.turnitin.com>. Turnitin is an on-line plagiarism prevention tool which compares submitted work with a very large database of existing material. At the discretion of the Head of School, handwritten work may be copy-typed by the School and subject to checking by Turnitin. Turnitin will retain a copy of submitted materials on behalf of the University for detection of future plagiarism, but access to the full text of submissions will not be made available to any other party.

For the following important information follow the links provided:

Academic Integrity and Plagiarism

<http://www.victoria.ac.nz/home/study/plagiarism.aspx>

General University Policies and Statutes

Find key dates, explanations of grades and other useful information at

www.victoria.ac.nz/home/study

Find out about academic progress and restricted enrolment at

<http://www.victoria.ac.nz/home/study/academic-progress.aspx>

The University's statutes and policies are available at www.victoria.ac.nz/home/about/policy, except qualification statutes, which are available via the Calendar webpage at

<http://www.victoria.ac.nz/home/study/calendar.aspx> (See Section C).

Further information about the University's academic processes can be found on the website of the Assistant Vice-Chancellor (Academic) at

www.victoria.ac.nz/home/about_victoria/avcacademic/default.aspx

AVC (Academic) Website: information including: Conduct, Academic Grievances, Students with Impairments, Student Support

http://www.victoria.ac.nz/home/about_victoria/avcacademic/Publications.aspx

Faculty of Commerce Office

<http://www.victoria.ac.nz/vbs/studenthelp>

Te Putahi Atawhai

Maori and Pacific Mentoring Programme

<http://www.victoria.ac.nz/tpa/>